

EXHIBIT A-2

**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION**

**STEAMFITTERS LOCAL 449 PENSION
PLAN, Individually and on Behalf of all
Others Similarly Situated,**

Case No. 2:18-cv-03579 AB (JCx)
CLASS ACTION

Plaintiff,

VS.

MOLINA HEALTHCARE, INC., J.
MARIO MOLINA, JOHN C. MOLINA,
TERRY P. BAYER and RICK HOPFER,

Defendants.

PROOF OF CLAIM AND RELEASE

A. GENERAL INSTRUCTIONS

1. To recover as a member of the Settlement Class based on your claims in the action entitled *Steamfitters Local 449 Pension Plan v. Molina Healthcare, Inc., et al.*, Case No. 2:18-cv-03579 AB (JCx) (C.D. Cal.) (the “Action”), you must complete and, on page ____ hereof, sign this Proof of Claim and Release form (“Claim Form”). If you fail to submit a timely and properly addressed (as set forth in paragraph 3 below) Claim Form, your claim may be rejected and you may not receive any recovery from the Net Settlement Fund created in connection with the proposed Settlement.

2. Submission of this Claim Form, however, does not assure that you will share in the proceeds of the settlement of the Action.

**3. THIS CLAIM FORM MUST BE SUBMITTED ONLINE AT
WWW._____.COM NO LATER THAN _____, 2020
OR, IF MAILED, BE POSTMARKED OR RECEIVED NO LATER THAN
_____, 2020, ADDRESSED AS FOLLOWS:**

Molina Healthcare Securities Litigation
c/o Angeion Group
P.O. Box _____

If you are NOT a member of the Settlement Class (as defined in the Notice of Pendency of Class Action, Proposed Settlement, and Motion for Attorneys' Fees and Expenses ("Notice"), which accompanies this Claim Form) DO NOT submit a Claim Form.

4. If you are a member of the Settlement Class and you did not timely request exclusion in response to the Notice dated _____, 2020, you are bound by the terms of any judgment entered in the Action, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A CLAIM FORM.

B. CLAIMANT IDENTIFICATION

1. If you purchased or otherwise acquired the publicly traded common stock of Molina Healthcare, Inc. during the period from October 31, 2014 through August 2, 2017, inclusive (the “Class Period”) and held the stock in your name, you are the beneficial purchaser as well as the record purchaser. If, however, you purchased or otherwise acquired the publicly traded common stock of Molina during the Class Period through a third party, such as a brokerage firm, you are the beneficial purchaser and the third party is the record purchaser.

2. Use Part I of this form entitled "Claimant Identification" to identify each beneficial purchaser or acquirer of Molina publicly traded common stock that forms the basis of this claim, as well as the purchaser or acquirer of record if different. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S).**

3. All joint purchasers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf

1 of persons represented by them and their authority must accompany this claim and
2 their titles or capacities must be stated. The Social Security (or taxpayer
3 identification) number and telephone number of the beneficial owner may be used
4 in verifying the claim. Failure to provide the foregoing information could delay
5 verification of your claim or result in rejection of the claim.

6 **C. IDENTIFICATION OF TRANSACTIONS**

7 1. Use Part II of this form entitled “Schedule of Transactions in Molina
8 Publicly Traded Common Stock” to supply all required details of your
9 transaction(s) in Molina publicly traded common stock. If you need more space or
10 additional schedules, attach separate sheets giving all of the required information
11 in substantially the same form. Sign and print or type your name on each
12 additional sheet.

13 2. On the schedules, provide all of the requested information with
14 respect to: (i) all of your holdings of Molina publicly traded common stock as of
15 the beginning of trading on October 31, 2014 and the close of trading on October
16 31, 2017; (ii) all of your purchases, and acquisitions of Molina publicly traded
17 common stock which took place at any time beginning October 31, 2014 through
18 and including August 2, 2017; and (iii) all of your sales of Molina publicly traded
19 common stock which took place at any time beginning October 31, 2014 through
20 and including October 31, 2017, whether such purchases, acquisitions, sales or
21 transactions resulted in a profit or a loss. Failure to report all such transactions
22 may result in the rejection of your claim.

23 3. The date of covering a “short sale” is deemed to be the date of
24 purchase of Molina publicly traded common stock. The date of a “short sale” is
25 deemed to be the date of sale of Molina publicly traded common stock.

26 4. Copies of broker confirmations or other documentation of your
27 transactions in Molina publicly traded common stock should be attached to your
28 claim. Failure to provide this documentation could delay verification of your claim

1 or result in rejection of your claim. The Parties do not have information about
 2 your transactions in Molina publicly traded common stock.

3 5. NOTICE REGARDING ELECTRONIC FILES: Certain claimants
 4 with large numbers of transactions may request, or may be requested, to submit
 5 information regarding their transactions in electronic files. All claimants MUST
 6 submit a manually signed paper Claim Form whether or not they also submit
 7 electronic copies. If you wish to file your claim electronically, you must contact
 8 the Claims Administrator at (____) ____ - ____ to obtain the required file layout. No
 9 electronic files will be considered to have been properly submitted unless the
 10 Claims Administrator issues to the claimant a written acknowledgment of receipt
 11 and acceptance of electronically submitted data.

12 PART I – CLAIMANT INFORMATION

13 The Claims Administrator will use this information for all communications
 14 regarding this Claim Form. If this information changes, you MUST notify the
 15 Claims Administrator in writing at the address above. Complete names of all
 16 persons and entities must be provided.

17 Beneficial Owner's Name First Name	Last Name
<input type="text"/>	
<input type="text"/>	
19 Joint Beneficial Owner's Name (<i>if applicable</i>) First Name	Last Name
<input type="text"/>	
<input type="text"/>	
22 If this claim is submitted for an IRA, and if you would like any check that you MAY be eligible to receive made payable to the IRA, please include "IRA" in the "Last Name" box above (e.g., Jones IRA).	
24 Entity Name (if the Beneficial Owner is not an individual)	
<input type="text"/>	
26 Name of Representative, if applicable (<i>executor, administrator, trustee, c/o, etc.</i>), if different from Beneficial Owner	
<input type="text"/>	

Last 4 digits of Social Security Number or Taxpayer Identification Number

Street Address

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100

City

State/Province **Zip Code**

Zip Code

Foreign Postal Code (if applicable)

Foreign Country (if applicable)

Telephone Number (Day)

Telephone Number (Evening)

A horizontal row containing six empty rectangular boxes, likely intended for students to draw or write in.

E-mail Address (e-mail address is not required, but if you provide it you authorize the Claims Administrator to use it in providing you with information relevant to this claim):

Type of Beneficial Owner:

Specify one of the following:

Individual(s)

Corporation

UGMA/Custodian

IRA

Partnership

Estate

Trust

Other (describe): _____

**PART II – SCHEDULE OF TRANSACTIONS IN
MOLINA PUBLICLY TRADED COMMON STOCK**

1. HOLDINGS AS OF OCTOBER 31, 2014. State the total number of shares of Molina publicly traded common stock held as of the opening of trading on October 31, 2014. (Must be documented.) If none, write “zero” or “0.” _____				Confirm Proof of Position Enclosed <input type="radio"/>
2. PURCHASES/ACQUISITIONS FROM OCTOBER 31, 2014 THROUGH AUGUST 2, 2017. Separately list each and every purchase/acquisition of Molina publicly traded common stock from after the opening of trading on October 31, 2014 through and including the close of trading on August 2, 2017. (Must be documented.)				
Date of Purchase/ Acquisition (List Chronologically) (Month/Day/Year)	Number of Shares Purchased/ Acquired	Purchase/ Acquisition Price Per Share	Total Purchase/ Acquisition Price (excluding taxes, commissions, and fees)	Confirm Proof of Purchase/ Acquisition Enclosed
/ /		\$	\$	<input type="radio"/>
/ /		\$	\$	<input type="radio"/>
/ /		\$	\$	<input type="radio"/>
/ /		\$	\$	<input type="radio"/>
3. PURCHASES/ACQUISITIONS FROM AUGUST 3, 2017 THROUGH OCTOBER 31, 2017. State the total number of shares of Molina publicly traded common stock purchased/acquired from after the opening of trading on August 3, 2017 through and including the close of trading on October 31, 2017. If none, write “zero” or “0.” ¹ _____				
4. SALES FROM OCTOBER 31, 2014 THROUGH OCTOBER 31, 2017. Separately list each and every sale/disposition of Molina publicly traded common stock from after the opening of trading on October 31, 2014 through and including the close of trading on October 31, 2017. (Must be documented.)				IF NONE, CHECK HERE <input type="radio"/>
Date of Sale (List Chronologically) (Month/Day/Year)	Number of Shares Sold	Sale Price Per Share	Total Sale Price (excluding taxes, commissions, and fees)	Confirm Proof of Sale Enclosed
/ /		\$	\$	<input type="radio"/>

¹ **Please note:** Information requested with respect to your purchases/acquisitions of Molina publicly traded common stock from after the opening of trading on August 3, 2017 through and including the close of trading on October 31, 2017 is needed in order to balance your claim. Purchases during this period are not eligible under the Settlement and will not be used for purposes of calculating your Recognized Claim pursuant to the Plan of Allocation.

1	/ /	\$	\$	<input type="radio"/>
2	/ /	\$	\$	<input type="radio"/>
3	/ /	\$	\$	<input type="radio"/>
4	5. HOLDINGS AS OF OCTOBER 31, 2017. State the total number of shares of Molina publicly traded common stock held as of the close of trading on October 31, 2017. (Must be documented.) If none, write "zero" or "0."			
5				
6				

7	IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS YOU MUST PHOTOCOPY THIS PAGE AND CHECK THIS BOX:	<input type="checkbox"/>
8		
9	IF YOU DO NOT CHECK THIS BOX THESE ADDITIONAL PAGES WILL <u>NOT</u> BE REVIEWED. INCLUDE THE BENEFICIAL OWNER'S FULL NAME AND LAST FOUR DIGITS OF SOCIAL SECURITY NUMBER OR TAXPAYER IDENTIFICATION NUMBER ON EACH PAGE.	
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**YOU MUST READ AND SIGN THE RELEASE ON THIS PAGE.
FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY
IN PROCESSING OR THE REJECTION OF YOUR CLAIM.**

**D. SUBMISSION TO JURISDICTION OF COURT AND
ACKNOWLEDGMENTS**

I (We) submit this Proof of Claim and Release under the terms of the Stipulation and Agreement of Settlement, dated May 5, 2020 (the "Settlement Agreement") described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Central District of California, with respect to my (our) claim as a Settlement Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Action. I (We) agree to furnish additional information to the Claims Administrator to support this claim (including transactions in other Molina securities) if requested to do so. I (We) have not submitted any other claim in the Action covering the same purchases or sales of Molina publicly traded common stock during the Class Period and know of no other person having done so on my (our) behalf.

E. RELEASE AND ACKNOWLEDGEMENT

1. I (We) hereby acknowledge full and complete satisfaction of, and do

1 hereby fully, finally, and forever settle, release, and discharge from the Released
2 Claims each and all of the Released Defendant Parties, both as defined in the
3 accompanying Notice. This release shall be of no force or effect unless and until
4 the Court approves the Settlement and the Settlement becomes effective on the
5 Effective Date (as defined in the Settlement Agreement).

6 2. I (We) hereby warrant and represent that I (we) have not assigned or
7 transferred or purported to assign or transfer, voluntarily or involuntarily, any
8 matter released pursuant to this release or any other part or portion thereof.

9 3. I (We) hereby warrant and represent that I (we) have included the
10 information requested about all of my (our) transactions in Molina publicly traded
11 common stock which are the subject of this claim, as well as the opening and
12 closing positions in such securities held by me (us) on the dates requested in this
13 Claim Form.

14 4. I (We) certify that I am (we are) not subject to backup withholding
15 under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code.
16 (Note: If you have been notified by the Internal Revenue Service that you are
17 subject to backup withholding, please strike out the prior sentence.)

19 I declare under penalty of perjury under the laws of the United States of
20 America that all of the foregoing information supplied on this Claim Form by the
21 undersigned is true and correct.

23 Executed this _____ day of _____, in _____,
24 (Month / Year) (City) (State/Country)

Signature of Claimant

Signature of Joint Claimant, if any

28 | Print Name of Claimant

Print Name of Joint Claimant, if any

1
2 (Capacity of person(s) signing, e.g., Beneficial Purchaser, Executor or Administrator)
3

4 ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.
5 THANK YOU FOR YOUR PATIENCE.

6 Reminder Checklist:

- 7 1. Please sign the above release and
acknowledgment.
- 8 2. If this claim is being made on behalf of
Joint Claimants, then both must sign.
- 9 3. Remember to attach copies of supporting
documentation, if available.
- 10 4. **Do not send** originals of certificates.
- 11 5. Keep a copy of your Claim Form and all
supporting documentation for your records.
- 12 6. The Claims Administrator will acknowledge
receipt of your Claim Form within 60 days.
Your claim is not deemed submitted until you
receive an acknowledgement e-mail or
postcard. If you do not receive an
acknowledgment e-mail or postcard within 60
days, please call the Claims Administrator toll
free at (____) ____-____.
- 13 7. If you move, please send your new address to:
Molina Healthcare Securities Litigation
c/o Angeion Group
P.O. Box _____
14 _____
www._____com
(____) ____-____
- 15 8. **Do not use red pen or highlighter** on the
Claim Form or supporting documentation.

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